

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

FOAMEX INTERNATIONAL INC., et al.

Debtors

Chapter 11

Case No. 05-12685 (KG)

Jointly Administered

Related to Docket No. 2613

**NOTICE OF APPEAL OF ORDER APPROVING THE AMENDED FINAL FEE
APPLICATION OF JEFFERIES AND COMPANY, INC., AS FINANCIAL ADVISOR
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR FINAL
ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

Foamex International Inc., Foamex L.P., Foamex Latin America, Inc., Foamex Asia, Inc., FMXI, LLC (formerly FMXI, Inc.), Foamex Carpet Cushion LLC, Foamex Capital Corporation, Foamex Mexico, Inc. and Foamex Mexico II, Inc., the above captioned reorganized debtors (collectively, the “Reorganized Debtors” or “Foamex”), hereby appeal, pursuant to 28 U.S.C. §158(a) and Fed. R. Bankr. P. 8001(a), the Order Approving the Amended Final Fee Application of Jefferies and Company, Inc., as Financial Advisor to the Official Committee of Unsecured Creditors for Final Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses (Docket No. 2613) (the “Order”) entered by this Court on September 21, 2007.

The names of all parties to the Order and the names, addresses, and telephone numbers of their respective attorneys are as follows:

Counsel to Appellant Reorganized Debtors:

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Michael W. Yurkewicz (#4165)

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-and-

William P. Bowden (#2553)
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(302) 654-1888

Dated: September 25, 2007

KLEHR, HARRISON, HARVEY,
BRANZBURG & ELLERS LLP

/s/ Michael W. Yurkewicz
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Attorneys for Appellant Reorganized Debtors

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

FOAMEX INTERNATIONAL, INC., et al.,

Debtors.

Chapter 11

Case No. 05-12685 (KG)

(Jointly Administered)

Related to Docket Nos. 2414, 2462, 2561,
2567, 2587, 2592 and 2597

**ORDER APPROVING THE AMENDED FINAL FEE APPLICATION OF
JEFFERIES AND COMPANY, INC., AS FINANCIAL ADVISOR TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR FINAL ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

Upon consideration of the Final Application of Jefferies & Company, Inc. ("Jefferies"), as Financial Advisor to the Official Committee of Unsecured Creditors (the "Committee") for Final Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred During the Period October 6, 2005 through January 31, 2007 (Docket No. 2414), as amended by (a) Jefferies' (I) Amended Final Fee Application and (II) Response to Reorganized Debtors' Objection to Final Fee Application (Docket No. 2561) and (b) Jefferies' Response to Reorganized Debtors' Objection to Jefferies and Company, Inc.'s Amended Final Application for Compensation and Response to Reorganized Debtors' Objection to Final Fee Application (Docket No. 2587) (the "Final Application");¹ a hearing having been held before this Court on September 10, 2007 to consider the Final Application, as amended (the "Final Hearing"); adequate and sufficient notice having been given; this Court having given due consideration to any responses and objections to the Final Application and having overruled the

¹ All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Final Application.

same, except to the extent set forth below, and sufficient cause having been shown therefor, it is hereby

ORDERED that the Final Application, as amended, is granted on a final basis as modified and set forth herein; and it is further

ORDERED that the Reorganized Debtors' Objections to the Final Application, with the exception of the Reorganized Debtors' Objections to Jefferies' request for reimbursement of its legal fees, which objection shall be sustained in part, are overruled for the reasons stated by the Court at the Final Hearing; and it is further

ORDERED that the Reorganized Debtors are authorized and directed to pay to Jefferies, within ten (10) days of the date hereof, the sum of \$3,360,842.37, in satisfaction of the following amounts requested by Jefferies: (i) \$2,375,806.45 relating to the aggregate total of Jefferies' Monthly Fees; (ii) \$2,548,152.37 relating to the aggregate total of Jefferies' Transaction Fee through June 22, 2007, and (iii) \$2,690.00 relating to additional Transaction Fee amounts accrued after June 22, 2007; less \$1,565,806.45 already paid by the Reorganized Debtors to Jefferies on account of Jefferies' Monthly Fees; and it is further

ORDERED that the Reorganized Debtors are authorized and directed to pay to Jefferies, within ten (10) days of the date hereof, the sum of \$276,200.38, in satisfaction of the following amounts requested by Jefferies: (i) \$10,599 relating to reimbursement of legal fees for services provided by Ashby & Geddes, P.A., and (ii) \$269,700 relating to reimbursement of legal fees for services provided by Latham & Watkins, LLP; less \$4,098.62 already paid by the Reorganized Debtors to Jefferies on account of reimbursement of legal fees; and it is further

ORDERED that the Reorganized Debtors are authorized and directed to pay to Jefferies, within ten (10) days of the date hereof, the sum of \$16,305.39 in satisfaction of the following


amounts requested by Jefferies: (i) \$539.30 relating to reimbursement of out-of-pocket expenses incurred by Ashby & Geddes, P.A., and (ii) \$15,766.09 relating to reimbursement of out-of-pocket expenses incurred by Latham & Watkins, LLP; and it is further

ORDERED that the Reorganized Debtors are authorized and directed (i) to provide to Jefferies, within twenty (20) days after the end of each calendar quarter, a report describing any additional distributions made by the Reorganized Debtors on account of general unsecured claims after June 22, 2007, and (ii) pay to Jefferies additional Transaction Fee amounts that are not disputed^{*} within twenty (20) days after the end of each calendar quarter equal to 1% of any such distributions by the Reorganized Debtors on account of general unsecured claims that were not included in the Transaction Fee awarded through this Order;^{**} and it is further


ORDERED that this Court shall retain exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: Sept 20, 2007
Wilmington, Delaware


THE HONORABLE KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE

 * To the extent a dispute remains involving litigation claims relating to the fire in West Warwick, Rhode Island, and Jefferies entitlement to a fee based on any recovery, the Court reserves decision and this Order, therefore, does not govern such potential recovery.

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 ³ ** and the Court will promptly consider and resolve any disputes.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

APPEAL TRANSMITTAL SHEET

Case Number: 05-12685 ☒ BK ☐ AP

If AP, related BK Case Number: _____

Title of Order Appealed:
see attachmentDocket Number: 2613Date Entered: 9/21/2007Item Transmitted: ☒ Notice of Appeal
☐ Amended Notice of Appeal☐ Motion for Leave to Appeal
☐ Cross AppealDocket Number: 2622Date Filed: 9/26/2007

*Appellant/Cross Appellant:

Foamex International Inc.

*Appellee/Cross Appellee

Jefferies and Company, Inc.

Counsel for Appellant:

Richard M. Beck

Counsel for Appellee:

see attachmentMichael W. YurkewiczKlehr Harrison Harvey Branzburg & Ellers919 Market Street, Suite 1000Wilmington, DE 19801 302-426-1189**If additional room is needed, please attach a separate sheet.*Filing Fee paid? ☒ Yes ☐ NoIFP Motion Filed by Appellant? ☐ Yes ☒ NoHave Additional Appeals to the Same Order been Filed? ☐ Yes ☒ NoIf so, has District Court assigned a Civil Action Number? ☐ Yes ☐ No Civil Action # _____

Additional Notes:

Appellee Designation not filed10/10/2007

Date

By: M. Lopez

Deputy Clerk

Bankruptcy Court Appeal (BAP) Number: 07-97

7/6/06

FOR USE BY U.S. BANKRUPTCY COURT

ATTACHMENT

Title of Order Appealed:

Order Approving the Amended Final Fee Application of Jefferies and Company, Inc., as Financial Advisor to the Official Committee of Unsecured Creditors for Final Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses

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